

State of New Hampshire

Department of State

OFFICE OF SECRETARY OF STATE

CERTIFIED COPY

I, David M. Scanlan, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the attached is a true copy of AMENDMENT(06/28/2002), BUSINESS FORMATION(08/04/2000) as a New Hampshire Nonprofit Corporation of ALLIANCE AMBULATORY SERVICES as filed in this office and held in the custody of the Secretary of State. Documents may be subject to redactions according to New Hampshire RSA 91A.

Business ID: **354393**

Certificate Number: **4623370**



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 2nd day of December A.D. 2019.

A handwritten signature in black ink, appearing to read "D. Scanlan", written over a horizontal line.

David M. Scanlan

Deputy Secretary of State

Recording Fee: \$25.00 (Note 1)
 Use black print or type.
 Leave 1" margins both sides

Form No. NP 3
 RSA 292:5 & 7

FILED

JUN 28 2002

**AFFIDAVIT OF AMENDMENT
 AND RESTATEMENT
 OF
 ARTICLES OF AGREEMENT OF
 ALLIANCE AMBULATORY SERVICES
 A NEW HAMPSHIRE NONPROFIT CORPORATION**

WILLIAM M. GARDNER
 NEW HAMPSHIRE
 SECRETARY OF STATE

I, William B. Cashin, the undersigned, being the Secretary (Note 2) of Alliance Ambulatory Services, a New Hampshire nonprofit corporation (the "Corporation"), do hereby certify that a meeting was held on May 23, 2002, in Manchester, New Hampshire (Note 3), for the purpose of amending and restating the articles of agreement and the following amendment(s) were unanimously approved by the ~~corporation~~ Board of Directors of the Corporation.

Articles III through IX of the Articles of Agreement shall be replaced by Articles III through XI as set out hereinafter.

I hereby further certify that after such amendment, the articles of agreement shall read as follows:

ARTICLE I

The name of this corporation shall be ALLIANCE AMBULATORY SERVICES.

ARTICLE II

The purposes for which this Corporation is established are:

- (a) To facilitate health care programs to further (i) the quality and accessibility of health care services, particularly in the Greater Manchester community, and throughout the State of New Hampshire; (ii) the efficiency of utilization of health care facilities and services, particularly in the Greater Manchester community and throughout the State of New Hampshire; and (iii) the reasonable containment of the cost of health care to the public.
- (b) To own an interest in entities which promote and generate health care for a broad cross section of the Greater Manchester, New Hampshire community in general.
- (c) To own an interest in entities which facilitate and promote the functions of, help carry out the purposes of, and uphold the activities of health care and community service

AFFIDAVIT OF AMENDMENT OF
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A NEW HAMPSHIRE NONPROFIT CORPORATION

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(Cont'd)

facilities with regard to programs for the effective delivery of a continuum of health care services to persons other than hospital inpatients.

(d) To receive and accept public and private gifts, grants, loans and other funds in furtherance of the purposes of the Corporation, and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted under the laws of the State of New Hampshire to promote and attain the foregoing purposes.

(e) The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or of any corresponding provision of subsequent Federal law.

(f) The Corporation, as an agency of the Roman Catholic Church, shall comply and act within the scope and in a manner consistent with the *Ethical and Religious Directives for Catholic Health Care Services*, which is promulgated and revised from time to time by the National Conference of Catholic Bishops, and interpreted by the Roman Catholic Bishop of Manchester (the "Bishop").

(g) To engage, subject to the provisions of Article VIII below, in any lawful act or activity for which a corporation may be organized under RSA Chapter 292.

ARTICLE III

The sole member of the Corporation shall be CMC Healthcare System which shall possess such reserved powers as are set forth in Article IX hereof.

ARTICLE IV

The provisions for the disposition of the corporate assets in the event of dissolution of the Corporation are:

In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Corporation, if any, shall be distributed to Catholic Medical Center. If Catholic Medical Center no longer exists or is not an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), then such remaining assets, if any, shall be distributed to CMC Healthcare System.

AFFIDAVIT OF AMENDMENT OF
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Finally, if neither Catholic Medical Center or CMC Healthcare System exist or are not organizations exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, then the assets of the Corporation, if any, shall be distributed to the Roman Catholic Bishop of Manchester. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The principal office of the Corporation shall be at 100 McGregor Street in the City of Manchester, County of Hillsborough and State of New Hampshire.

ARTICLE VI

The amount of capital stock, if any, or the number of shares is: None.

ARTICLE VII

1. No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible pursuant to Section 170(c)(2) of the Code.

ARTICLE VIII

The procedures and polices for the internal governance of the Corporation shall be as set forth in the By-Laws.

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ARTICLES OF AGREEMENT OF
ALLIANCE AMBULATORY SERVICES
A NEW HAMPSHIRE NONPROFIT CORPORATION

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ARTICLE IX

Each of the following actions shall be approved by a majority vote of the members of the Board of Governors of the Sole Member:

1. Any repeal, alteration or amendment of the Articles of Agreement or Bylaws of the Corporation;
2. Any change in the mission, objectives or purposes of the Corporation or its ethical and religious standards;
3. Any conveyance, purchase, sale or lease of, or grant of mortgages, trust deeds or creation of other liens or encumbrances on, real property assets of the Corporation in excess of \$1 million or any conveyance of any assets of the Corporation (other than real property assets) or the incurring of any indebtedness (other than any such indebtedness secured by real property assets) which exceeds \$1 million;
4. The appointment of each director of the Corporation;
5. The removal of any director of the Corporation;
6. Any merger with or consolidation of the Corporation into another entity, or the acquisition by the Corporation of substantially all of the assets of another entity or the sale or lease of substantially all of the assets of the Corporation to any person or entity;
7. Any creation of an affiliate or subsidiary organization, or any affiliation of the Corporation with any other entity for the purpose of the joint conduct of business or other programs, whether in the form or participation in a corporation (either through the holding of stock or membership), partnership, joint venture, co-tenancy or any other form of ownership or control; and
8. The dissolution or liquidation of the Corporation.

At all times this Corporation shall be operated in accordance with the canon law of the Roman Catholic Church promulgated by the Supreme Roman Pontiff and the teachings of the Roman Catholic Church enunciated by the Holy See as well as with the *Ethical and Religious Directives for Catholic Health Care Services* promulgated by the United States Conference of Catholic Bishops, as amended from time to time. In regard to the foregoing, the Corporation

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ALLIANCE AMBULATORY SERVICES
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(Cont'd)

shall, in all such matters, rely upon and defer to the teaching, ruling and sanctifying authority of the Roman Catholic Bishop of Manchester who shall monitor the implementation of an compliance with the *Ethical and Religious Directives for Catholic Health Care Services*, whether directly or by delegation of authority, in such manner as he deems appropriate.

ARTICLE X

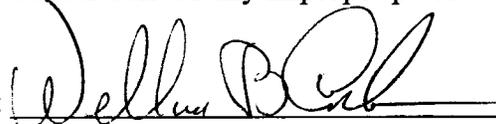
The purpose of this Corporation shall be pursued without regard to race, creed, color, sex or ability to pay.

ARTICLE XI

The provisions eliminating or limiting the personal liability of directors or officers are:

Each director and officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, or both, except with respect to: (1) any breach of the director's or officer's duty of loyalty to the Corporation or the members; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the director or officer derived any improper personal benefit.

A true record, attest:


William B. Cashin, Secretary

Date signed: June 25, 2002

- Notes:
1. Make check payable to N.H. Secretary of State.
 2. Clerk, secretary or other officer.
 3. Town/city and state.

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Rm 204, 107 North Main Street, Concord, NH 03301-4989. File a copy with Clerk of the town/city of the principal place of business.

AUG 4 2000

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

STATE OF NEW HAMPSHIRE
ARTICLES OF AGREEMENT
OF
ALLIANCE AMBULATORY SERVICES
A NEW HAMPSHIRE NONPROFIT CORPORATION

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292 BY THE FOLLOWING:

ARTICLE I - NAME

The name of the Corporation shall be: ALLIANCE AMBULATORY SERVICES.

ARTICLE II - PURPOSE

The purposes for which this Corporation is established are:

- (a) To facilitate health care programs to further (i) the quality and accessibility of health care services, particularly in the Greater Manchester community, and throughout the State of New Hampshire; (ii) the efficiency of utilization of health care facilities and services, particularly in the Greater Manchester community and throughout the State of New Hampshire; and (iii) the reasonable containment of the cost of health care to the public.
- (b) To own an interest in entities which promote and generate health care for a broad cross section of the Greater Manchester, New Hampshire community in general.
- (c) To own an interest in entities which facilitate and promote the functions of, help carry out the purposes of, and uphold the activities of health care and community service facilities with regard to programs for the effective delivery of a continuum of health care services to persons other than hospital inpatients.
- (d) To receive and accept public and private gifts, grants, loans and other funds in furtherance of the purposes of the Corporation, and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted pursuant to the law.
- (e) The Corporation shall at all times be organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or of any corresponding provision of subsequent Federal law.
- (f) The Corporation, as an agency of the Roman Catholic Church, shall comply and act within the scope and in a manner consistent with the *Ethical and Religious Directives*

for Catholic Health Care Services, which is promulgated and revised from time to time by the National Conference of Catholic Bishops, and interpreted by the Roman Catholic Bishop of Manchester (the "Bishop").

ARTICLE III - MEMBERSHIP

The sole member of the Corporation shall be Catholic Medical Center of Manchester, New Hampshire.

ARTICLE IV - DISPOSITION OF ASSETS

The provisions for the disposition of the corporate assets in the event of dissolution of the corporation are:

In the event of the complete termination or complete dissolution of this Corporation, in any manner or for any reason whatsoever, its remaining assets, if any, shall revert to Catholic Medical Center of Manchester, New Hampshire. If Catholic Medical Center no longer then exists, such remaining assets, if any, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V - ADDRESS

The address at which the business of this corporation is to be carried on is: 100 McGregor Street, Manchester, New Hampshire.

ARTICLE VI - CAPITAL STOCK

The amount of capital stock, if any, or the number of shares is: None.

ARTICLE VII - PROHIBITED ACTIVITIES

1. No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible pursuant to Section 170(c)(2) of the Code.

ARTICLE VIII - RESERVED POWERS

The authority to take each of the following actions is hereby reserved to Catholic Medical Center of Manchester, New Hampshire, and the approval of Catholic Medical Center shall be obtained prior to such action taking effect:

1. Any repeal, alteration or amendment of the Articles of Agreement or Bylaws of the Corporation;
2. Any change in the fundamental purpose of the Corporation;
3. Any purchase, sale or lease of real estate by the Corporation;
4. The election of each director of the Corporation;
5. The removal of any director of the Corporation;
6. Any merger with or into another entity, or the acquisition of substantially all of the assets of another entity, or the sale of substantially all of the assets of the Corporation to any person or entity;
7. The dissolution of the Corporation; and
8. Approval of annual capital and operating budgets as recommended by the Board of Directors of the Corporation.

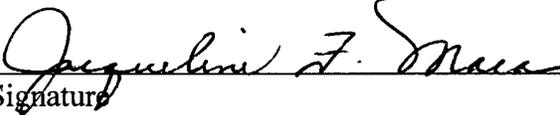
Each of the foregoing actions may be accomplished either by Catholic Medical Center upon its own initiative and authorization or by the Board of Directors of the Corporation as then approved by Catholic Medical Center.

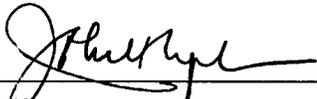
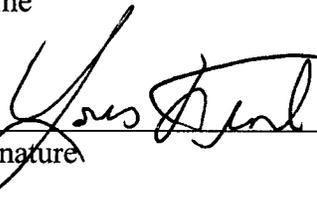
ARTICLE IX - LIMITATION OF LIABILITY

The provisions eliminating or limiting the personal liability of directors or officers are:

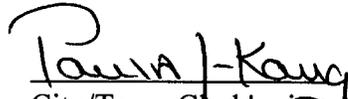
Each director and officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, or both, except with respect to: (1) Any breach of the director's or officer's duty of loyalty to the Corporation or the members; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (3) any transaction from which the director or officer derived any improper personal benefit.

The signatures and post office addresses of each of the persons associating together to form the Corporation are:

<u>Signatures and Name</u>	<u>Post Office Address</u>
1. <u></u> Signature	<u>475 Mammoth Road</u> Street
<u>Jacqueline F. Mara, Ed.D.</u> Name	<u>Manchester, NH 03104</u> City/Town State Zip
2. <u></u> Signature	<u>P.O. Box 1518, 17 Sargarhouse Road</u> Street
<u>Carroll E. Winch</u> Name	<u>New London, NH 03257-1518</u> City/Town State Zip
3. <u></u> Signature	<u>150 Milford Street</u> Street
<u>Cynthia P. Keller</u> Name	<u>Manchester, NH 03102</u> City/Town State Zip

4. 
Signature
- John H. Lynch
Name
- 166 Hopkins Green
Street
- Hopkinton, NH 03229
City/Town State Zip
5. 
Signature
- Alyson Pitman Giles
Name
- 743 Hopkinton Road
Street
- Hopkinton, NH 03229
City/Town State Zip
6. 
Signature
- William B. Clutterbuck, M.D.
Name
- 111 Hitching Post Lane
Street
- Bedford, NH 03110
City/Town State Zip
7. 
Signature
- Louis I. Fink, M.D.
Name
- 176 Hitching Post Road
Street
- Bedford, NH 03110
City/Town State Zip
8. 
Signature
- Reverend Edward J. Arsenault
Name
- St. Pius X Rectory, 575 Candia Road
Street
- Manchester, NH 03109
City/Town State Zip

City/Town Clerk's office, City/Town of Manchester
Received and recorded this 3rd day of August 2000.
(Note 3)


City/Town Clerk's signature

Paula L-Kang (Deputy)
City/Town Clerk's Name (Please Print)

Notes 1. Recording fee payable to: NH Secretary of State.

2. At least five signatures are required.

3. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State.

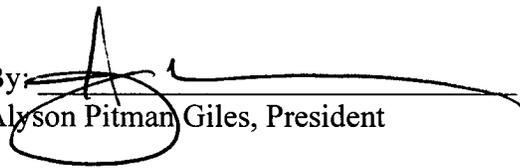
Mail fee and TRIPLICATE ORIGINALS (ORIGINAL SIGNATURES ON ALL) to: Secretary of State, Rm. 204, State House, Concord, NH 03301-4989.

Consent to Use of Name

The undersigned, on behalf of Alliance Enterprises, Inc., do hereby grant consent to Alliance Ambulatory Services, a New Hampshire non-profit corporation, to use the name "Alliance Ambulatory Services".

Dated this 3rd day of AUGUST, 2000

Alliance Enterprises, Inc.

By: 
Alyson Pitman Giles, President